

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

	x	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION <u>et al.</u> ,	:	Case No. 05-44481 (rdd)
	:	
Debtors.	:	(Jointly Administered)
	:	
	x	

**AFFIDAVIT OF SERVICE**

I, Amber M. Cerveny, being duly sworn according to law, deposes and says that I am employed by Kurtzman Carson Consultants, LLC, proposed claims and noticing agent for the Debtors in the above-captioned cases.

On November 4, 2005, I caused to be served, via overnight delivery the documents listed in Section 1 on the parties attached hereto as Exhibit A, via electronic notification the parties attached hereto as Exhibit B, and via US mail the parties attached hereto as Exhibit C:

**Section 1**

- I.** Final Order Under 11 U.S.C. §§ 363 and 553 Authorizing (I) Continued Maintenance of Existing Bank Accounts, (II) Continued Use of Existing Cash Management System, (III) Continued Use of Existing Business Forms, (IV) Preservation and Exercise of Intercompany Setoff Rights, and (V) Grant of Administrative Status for Postpetition Intercompany Transactions **(Docket No. 882) [Attached hereto as Exhibit D]**
  
- II.** Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (“Interim Compensation Order”) **(Docket No. 869) [Attached hereto as Exhibit E]**
  
- III.** Order Under 11 U.S.C. §§ 327, 330, and 331 Authorizing Retention of Professionals Utilized by Debtors in Ordinary Course of Business (“Ordinary Course Professional Order”) **(Docket No. 883) [Attached hereto as Exhibit F]**
  
- IV.** Amended Final Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed.R.Bankr.P. 9019 Establishing Procedures for the Treatment of Reclamation Claims (“Amended Final Reclamation Order”) **(Docket No. 881) [Attached hereto as Exhibit G]**
  
- V.** Final Order Under 11 U.S.C. §§ 327(a) and 329 and Fed.R.Bankr.P. 2014 and 2016 Authorizing Employment and Retention of Skadden, Arps, Slate, Meagher & Flom LLP and Affiliates as Attorneys to Debtors (“Skadden Retention Final Order”) **(Docket No. 876) [Attached hereto as Exhibit H]**

**VI. Notice of Motion For Order Under §§ 105 and 363 Authorizing Debtors to Implement a Key Employee Compensation Program (Docket No. ) [Attached hereto as Exhibit I]**

On November 4, 2005, I caused to be served, via overnight delivery the document listed in Section 2 on the parties attached hereto as Exhibit J:

**Section 2**

- I. Final Order Under 11 U.S.C. §§ 363 and 553 Authorizing (I) Continued Maintenance of Existing Bank Accounts, (II) Continued Use of Existing Cash Management System, (III) Continued Use of Existing Business Forms, (IV) Preservation and Exercise of Intercompany Setoff Rights, and (V) Grant of Administrative Status for Postpetition Intercompany Transactions (“Cash Management Order”) (Docket No. 882) [Attached hereto as Exhibit E]**

Dated: November 8, 2005

/s/ Amber M. Cervený

Amber M. Cervený

Sworn to and subscribed before  
me on November 8, 2005

/s/ Evan J. Gershbein

Notary Public

My Commission Expires: 1/19/07

## **EXHIBIT A**

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## **EXHIBIT D**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re :  
:  
DELPHI CORPORATION, et al., : Chapter 11  
:  
:  
Debtors. : Case No. 05 – 44481 (RDD)  
:  
: (Jointly Administered)  
:  
-----X

FINAL ORDER UNDER 11 U.S.C. §§ 363 AND 553 AUTHORIZING  
(I) CONTINUED MAINTENANCE OF EXISTING BANK ACCOUNTS, (II) CONTINUED  
USE OF EXISTING CASH MANAGEMENT SYSTEM, (III) CONTINUED USE OF  
EXISTING BUSINESS FORMS, (IV) PRESERVATION AND EXERCISE OF  
INTERCOMPANY SETOFF RIGHTS, AND (V) GRANT OF ADMINISTRATIVE  
STATUS FOR POSTPETITION INTERCOMPANY TRANSACTIONS

("CASH MANAGEMENT ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),<sup>1</sup> of Delphi Corporation  
("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and  
debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the  
"Final Order") under sections 363 and 553 of title 11 of the United States Code, 11 U.S.C. §§  
101-1330, as amended (the "Bankruptcy Code"), authorizing the (a) continued maintenance of  
existing bank accounts, (b) continued use of existing cash management systems, (c) continued  
use of existing business forms, (d) preservation and exercise of intercompany setoff rights, and  
(e) grant of administrative status for postpetition intercompany transactions; and upon the  
Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders,  
sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and the Court

<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED on a final basis.
2. Maintenance Of Bank Accounts. Pursuant to section 363 of the Bankruptcy Code, the Debtors, in their discretion, are authorized and empowered to: (a) designate, maintain, and continue to use any and all of their respective miscellaneous depository, receipt, concentration, payroll disbursement, and nonpayroll disbursement accounts (collectively, the "Prepetition Bank Accounts") in existence as of October 8, 2005 (the "Petition Date"), with the same account numbers, including, without limitation, the accounts identified in Exhibit A attached hereto at the financial institutions identified therein (collectively, the "Banks"), regardless of whether such financial institutions are designated depositories in the Southern District of New York, (b) if necessary, open new accounts and give the Office of the United States Trustee (the "U.S. Trustee") and the statutory committee of unsecured creditors prompt notice of each such newly-opened account, wherever it is needed, regardless of whether the financial institution maintaining such account is a designated depository in the Southern District of New York (such new accounts, together with the Prepetition Bank Accounts, are hereinafter referred to as the "Bank Accounts"), (c) treat the Bank Accounts and any such newly-opened accounts for all purposes as accounts of the Debtors in their capacity as debtors-in-possession, and (d) close any Bank Account; provided, however, that the Debtors and the U.S. Trustee shall

have until February 7, 2006 to reach a consensual agreement with respect to the Debtors use of accounts at financial institutions that are not designated depositories in the Southern District of New York (the "Reserved Issue"); provided, further, that, if the Debtors and the U.S. Trustee have not reached an agreement with respect to the Reserved Issue by February 7, 2006, the U.S. Trustee may, but shall not be required to, file a statement or motion by February 2, 2006, in accordance with this Court's Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling Initial Case Conference In Accordance With Local Bankr. R. 1007-2(e), requesting this Court to resolve the Reserved Issue at the next regularly-scheduled omnibus hearing.

3. Checks. The Debtors shall, as soon as reasonably practicable, cause the phrase "Debtor-in-Possession" to be included on their checks issued within the United States.

4. Cash Management Systems. The Debtors are authorized to continue to use their existing cash management systems, as generally delineated in the flow charts attached as Exhibit B hereto, and shall maintain through the use thereof detailed records reflecting all transfers of funds, including intercompany services and corresponding transfers among appropriate intercompany accounts (collectively, the "Intercompany Transactions"), under the terms and conditions provided for by the existing agreements with the institutions participating in the Debtors' cash management systems, except as modified by this Order. In connection with the ongoing utilization of their cash management systems, the Debtors shall continue to maintain records with respect to all transfers of cash so that all transactions, including Intercompany Transactions, may be readily ascertained, traced, and recorded properly on applicable intercompany accounts.

5. After the Petition Date, and subject to the terms of this Order, all banks at which the Bank Accounts are maintained are authorized and directed to continue to administer the Bank Accounts as such accounts were maintained prepetition, without interruption and in the usual and ordinary course, and to pay any and all checks, wire transfers, automated clearing house ("ACH") transfers, electronic fund transfers, or other items presented, issued, or drawn on any of the Bank Accounts; provided, however, that unless otherwise ordered by this Court, no checks, drafts, ACH transfers (excluding any ACH transfer the banks are obligated to settle), or other items presented, issued, or drawn on any of the Bank Accounts prior to the Petition Date shall be honored.

6. Each Bank at which a disbursement account is maintained shall implement reasonable handling procedures designed to effectuate the terms of this Order. No Bank which implements such handling procedures and then honors a prepetition check or other item drawn on any account that is the subject of this Order (a) at the direction of the Debtors to honor such prepetition check or item, (b) in good faith belief that this Court has authorized such prepetition check or item to be honored, or (c) as a result of an innocent mistake made despite implementation of such handling procedures, shall be deemed to be liable to the Debtors or their estates or otherwise in violation of this Order.

7. Subject to the provisions of this Order, the Banks are authorized and directed to honor all representations from the Debtors as to which checks should be honored or dishonored and any final payment made by a Bank prior to the Petition Date (including any ACH transfer that the Banks are or become obligated to settle) against any of the Bank Accounts, or any instrument issued by a Bank on behalf of any Debtor pursuant to a "midnight deadline" or

otherwise, shall be deemed to be paid prepetition, whether or not actually debited from any Bank Account prepetition.

8. All third party service providers with whom the Debtors directly or indirectly have contracted to provide services in connection with the operation of their cash management systems are authorized and directed to continue to provide to the Debtors those services they provided prior to the Petition Date, until further order of this Court.

9. The Debtors shall indemnify, defend, and hold harmless General Motors Corporation ("GM"), its directors, officers, employees, and agents from and against any losses, claims, damages, costs, expenses, liabilities, or actions (including reasonable attorneys' fees) arising out of the performance or failure to perform vendor and payroll disbursement processing services under that certain Financial Services Supply Agreement between GM and Delphi Automotive Systems LLC dated as of December 16, 1998 (the "FSS Agreement"), except that no indemnification shall be provided by the Debtors under this Order or under the FSS Agreement to the extent that GM has committed gross negligence or willful misconduct.

10. Intercompany Transfers And Setoff. The Debtors are authorized, from and after the Petition Date, to continue to engage in the Intercompany Transactions in the ordinary course of the Debtors' businesses.

11. The Debtors and their non-Debtor affiliates are authorized to set off prepetition obligations arising on account of Intercompany Transactions between a Debtor and another Debtor, or between a Debtor and a non-Debtor, in accordance with their existing practices regarding the monthly netting of intercompany payables and receivables.

12. Debtor Reimbursement Claims and Debtor Liens. To the extent a Debtor receives a postpetition intercompany loan or transfer (each a "Beneficiary Debtor"), and such

postpetition intercompany loan or transfer is made (each an "Advance") by (a) any other Debtor or (b) any non-Debtor affiliate (together (a) and (b) an "Adequately Protected Entity"), the Adequately Protected Entity shall have, subject to the limitations set forth in paragraph 13 below (x) an allowed claim under sections 364(c)(1) and 507(b) of the Bankruptcy Code against the Beneficiary Debtor for the amount of such Advance, having priority over any and all administrative expenses of the kind specified in sections 503(b) and 507(b) of the Bankruptcy Code, which claim shall bear interest at a rate agreed between the Debtors from time to time for the period accruing from and after the date such claim arises until repayment thereof (collectively, the "Debtor Reimbursement Claim") and (y) a lien on all real and personal property of the Beneficiary Debtor under section 364(c)(3) of the Bankruptcy Code securing such Debtor Reimbursement Claim (a "Debtor Lien").

13. All Debtor Reimbursement Claims and Debtor Liens shall be junior, subject and subordinate to and only to the Superpriority Claims, the DIP Liens, the Adequate Protection Obligations, Junior Adequate Protection Liens, and the Replacement Liens (all as defined in the Final Order Under 11 U.S.C. §§ 105, 361, 362, 364(c)(1), 364(c)(2), 364(c)(3), 364(d)(1), And 364(e) And Fed. Bankr. P. 2002, 4001 And 9014 (I) Authorizing Debtors To Obtain Postpetition Financing, (II) To Utilize Cash Collateral And (III) Granting Adequate Protection To Prepetition Secured Parties (the "Final DIP Financing Order")) and to any claims against such Beneficiary Debtor that are expressly senior to, and on a parity with, or carved out from the Superpriority Claims, the DIP Liens, the Adequate Protection Obligations, Junior Adequate Protection Liens or the Replacement Liens. All Debtor Liens shall be "silent" liens and the Adequately Protected Entity shall forbear from exercising, and shall not be entitled to exercise, any right or remedy relating to any Debtor Reimbursement Claim or Debtor Lien, including, without limitation,

taking any of the actions that the Pre-Petition Agent, the Pre-Petition Secured Lenders and holders of Replacement Liens and Junior Adequate Protection Liens are prohibited from taking pursuant to paragraph 8 of the Final DIP Financing Order, including, without limitation, seeking relief from the automatic stay, or seeking any sale, foreclosure, realization upon repossession or liquidation of any property of another Debtor, or taking any position with respect to any disposition of the property, the business operations, or the reorganization of another Debtor. The Debtor Lien of the Adequately Protected Entity automatically, and without further action of any person or entity of any kind, shall be released or otherwise terminated to the extent that property subject to such Debtor Lien is sold or otherwise disposed of by or on behalf of the Agent (as defined in the Final DIP Financing Order) or any other Debtor or to the extent that such property is subject to a lien prior to the DIP Liens and such lien is permitted under the DIP Documents (as defined in the Final DIP Financing Order).

14. With respect to the effect of Debtor Liens on any sale of property by the Debtors, (a) the Debtors may sell property, in accordance with section 363 of the Bankruptcy Code, free and clear of any Debtor Lien, with such lien attaching to the proceeds of sale in the same priority and subject to the same limitations and restrictions as existed in respect of the property sold and (b) the provisions of section 363(k) of the Bankruptcy Code shall not apply.

15. In connection with any postpetition intercompany loan transaction, the Debtors shall provide to the financial advisors to the official committee of unsecured creditors periodic reports, no less frequently than monthly, which shall identify all loans and borrowings in such period and all intercompany loan balances for each Debtor, and shall include, at a minimum, information regarding any material increase in the credit exposure of any intercompany lender, any material increase in borrowing levels of any intercompany borrower,



and any material deterioration in the financial condition of any intercompany lender or borrower, and shall also provide similar reports to counsel for the Pension Benefit Guaranty Corporation. In each case, such reports shall contain such information, and be delivered in such a manner, as is reasonably acceptable to the parties. Nothing in this order relieves any of the Debtors or other person or entity of its fiduciary duties with respect to entry into any intercompany transactions.

16. The Debtors are hereby authorized to execute any additional documents as may be required to carry out the intent and purpose of this Order.

17. The Debtors shall serve a copy of this Order, by overnight mail, on each of the Banks within five business days of the entry of this Order.

18. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

19. The requirement under Local Rule 9013-1(b) for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

20. Each of the banks at which the Bank Accounts are maintained are hereby authorized to credit, debit, and/or refund amounts in the ordinary course of business to and/or from the Bank Accounts it maintains in respect of returned items, chargebacks, or other cash management losses and unpaid fees regardless of whether any such returned items, chargebacks, losses, or unpaid fees were incurred or first became due prior to or after the Petition Date.

Dated: November 4, 2005  
New York, New York

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT E**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
:  
In re :  
:  
Chapter 11  
DELPHI CORPORATION, et al., :  
:  
Case No. 05-44481(RDD)  
:  
Debtors. : (Jointly Administered)  
:  
-----X

ORDER UNDER 11 U.S.C. § 331  
ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION  
AND REIMBURSEMENT OF EXPENSES OF PROFESSIONALS

("INTERIM COMPENSATION ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"),<sup>1</sup> of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under section 331 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended (the "Bankruptcy Code"), establishing procedures for interim compensation and reimbursement of expenses of court-approved professionals (the "Chapter 11 Professionals"); and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.

2. Except as may otherwise be provided in subsequent orders of this Court authorizing the retention of Chapter 11 Professionals, all professionals in these cases may seek interim compensation and reimbursement of expenses in accordance with the following procedure:

(a) On or before the last day of the month following each calendar month for which compensation is sought, each professional shall serve a monthly statement by hand or overnight delivery upon (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098, Att'n: General Counsel, (ii) Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606, Att'n: John Wm. Butler, Jr., Esq., (iii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Att'n: Alicia M. Leonhard, Esq. (the "U.S. Trustee"), (iv) counsel for the official committee of unsecured creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York, 10022-4802 (Att'n: Robert J. Rosenberg, Esq.), (v) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York, 10017 (Att'n: Marissa Wesley, Esq.), (vi) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York, 10017 (Att'n: Marlane Melican, Esq.), and (vii) the members of any Committee appointed in these cases for the purpose of reviewing fees and expenses, to the extent not duplicative of the parties listed above (collectively, the "Notice Parties").

(b) The monthly statement need not be filed with this Court and a courtesy copy need not be delivered to the presiding judge's chambers because this Order is not intended to alter the fee application requirements outlined in sections 330 and 331 of the Bankruptcy Code, and the Chapter 11 Professionals are still required to serve and file interim and final applications for approval of fees and expenses in accordance with the relevant provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Local Rules for the United States Bankruptcy Court, Southern District of New York (the "Local Rules").

(c) Each monthly fee statement must contain a list of the individuals and their respective titles (e.g., attorney, accountant, or paralegal) who provided services during the statement period, their respective billing rates, the aggregate hours spent by each individual, a reasonably detailed breakdown of the disbursements incurred, and contemporaneously maintained time entries for each individual in increments of tenths (1/10) of an hour. No professional may seek reimbursement of an expense that would otherwise not be allowed pursuant to this Court's Administrative Orders, dated June 24, 1991 and April 21, 1995, or the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330, dated January 30, 1996.

(d) Each person receiving a statement shall have at least 15 days after its receipt to review it. In the event such person has an objection to the compensation or reimbursement sought in a particular statement, such person shall, by no later than the 45th day following the month for which compensation is sought, serve upon the professional whose statement is objected to, and the Notice Parties, a written "Notice Of Objection To Fee Statement" setting forth the nature of the objection and the amount of fees or expenses at issue.

(e) At the expiration of the 45-day period, the Debtors shall promptly pay 80% of the fees and 100% of the expenses identified in each monthly statement to which no objection has been served in accordance with paragraph (d). Any disbursements from the holdback amount shall be as may be determined by this Court.

(f) If the Debtors receive an objection to a particular fee statement, they shall withhold payment of that portion of the fee statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth in paragraph (e) hereof.

(g) Similarly, if the parties to an objection are able to resolve their dispute following the service of a Notice Of Objection To Fee Statement, and if the party whose statement was objected to serves upon all of the Notice Parties a statement indicating that the objection is withdrawn and describing in detail the terms of the resolution, then the Debtors shall promptly pay, in accordance with paragraph (e), that portion of the fee statement which is no longer subject to an objection.

(h) All objections that are not resolved by the parties shall be preserved and presented to this Court at the next interim or final fee application hearing to be heard by this Court (see paragraph (j) below).

(i) The service of an objection in accordance with paragraph (d) shall not prejudice the objecting party's right to object to any fee application made to this Court in accordance with the Bankruptcy Code on any ground, whether raised in the objection or not. Furthermore, the decision by any party not to object to a fee statement shall not be a waiver of any kind or prejudice that party's right to object to any fee application subsequently made to this Court in accordance with the Bankruptcy Code.

(j) Approximately every 120 days, but no more than every 150 days, each of the Chapter 11 Professionals shall serve and file with this Court an application for interim or final court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code, as the case may be, of the compensation and reimbursement of expenses requested.

(k) Any professional who fails to file when due an application seeking approval of compensation and expenses previously paid under these procedures when due (i) shall be ineligible to receive further monthly payments of fees or expenses as provided herein until further order of this Court and (ii) may be required to disgorge any fees paid since his or her retention or the last fee application, whichever is later.

(l) The pendency of an application or an order that payment of compensation or reimbursement of expenses was improper as to a particular statement shall not disqualify a professional from the future payment of compensation or reimbursement of expenses as set forth above, unless otherwise ordered by this Court.

(m) Neither the payment of, nor the failure to pay, in whole or in part, monthly compensation and reimbursement as provided herein shall have any effect on this Court's interim or final allowance of compensation and reimbursement of expenses of any of the Chapter 11 Professionals.

(n) Counsel for each official committee may, in accordance with the foregoing procedure for monthly compensation and reimbursement of professionals, collect and submit statements of expenses, with supporting vouchers, from members of the committee he or she represents; provided, however, that such committee counsel ensures that such reimbursement

requests comply with this Court's Administrative Orders, dated June 24, 1991 and April 21, 1995.

3. Each professional may seek, in its first request for compensation and reimbursement of expenses pursuant to this Order, compensation for work performed and reimbursement for expenses incurred during the period beginning on the date of the professional's retention and ending on November 30, 2005.

4. The Debtors shall include all payments to professionals on their monthly operating reports, detailed so as to state the amount paid to each of the professionals.

5. Any party-in-interest may object to requests for a monthly payment made pursuant to this Order on the grounds, among others, that the Debtors have not timely filed monthly operating reports or remained current with their administrative expenses and 28 U.S.C. § 1930 fees, or that a manifest exigency exists, by seeking further order of this Court. Unless the Court orders otherwise, this Order shall continue and shall remain in effect during the pendency of these cases.

6. All fees and expenses paid to Chapter 11 Professionals under these compensation procedures are subject to disgorgement until final allowance by this Court.

7. Service of interim fee applications and final fee applications (collectively, the "Applications") may be limited to the Notice Parties.

8. All other parties who have filed a notice of appearance with the Clerk of this Court and requested notice of pleadings in these chapter 11 cases shall be entitled to receive only a notice of the filing (including all exhibits) of and the hearing on the Applications; provided that, if a party-in-interest cannot access the Applications on the Court's web-site or the



Debtors' "virtual docket" web-site, upon request the applicant shall provide a copy of the Application, with all exhibits, to such party.

9. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

10. The Court intends that a fee committee be appointed to establish reasonable projections for, and to monitor fees and expenses in these cases. The hearing on the portion of the Motion pertaining to the establishment of a fee committee and matters related thereto is adjourned to the omnibus hearing scheduled for November 29, 2005.

11. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

12. The requirement under Rule 9013-1(b) the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York  
November 4, 2005

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

## **EXHIBIT F**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
: In re : Chapter 11  
: :  
: DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
: :  
: Debtors. : (Jointly Administered)  
: :  
-----X

ORDER UNDER 11 U.S.C. §§ 327, 330,  
AND 331 AUTHORIZING RETENTION OF PROFESSIONALS  
UTILIZED BY DEBTORS IN ORDINARY COURSE OF BUSINESS

("ORDINARY COURSE PROFESSIONALS ORDER")

Upon the motion, dated October 8, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 327(a), 330, and 331 authorizing (a) the retention of professionals utilized by the Debtors in the ordinary course of business (collectively, the "Ordinary Course Professionals") and (b) payment of compensation and reimbursement of expenses in the manner customarily made to such Ordinary Course Professionals by the Debtors upon submission to the Debtors of detailed invoices in the ordinary course of business; and upon the Affidavit Of Robert S. Miller, Jr. In Support Of Chapter 11 Petitions And First Day Orders, sworn to October 8, 2005; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED to the extent set forth herein.
2. The Debtors be, and each of them hereby is, authorized but not directed to employ and retain, pursuant to 11 U.S.C. §§ 327, 330, and 331, all Ordinary Course Professionals listed on Exhibit 1 to this Order, as may be supplemented from time to time in accordance with paragraph 8 hereof, without the need to file individual retention applications for each.
3. The Debtors be, and each of them hereby is, authorized but not directed to make monthly payments for compensation and reimbursement of expenses to each of the Ordinary Course Professionals in the manner customarily made by the Debtors in the full amount billed by any such Ordinary Course Professional, upon receipt therefrom of reasonably detailed invoices indicating the nature of the services rendered and calculated in accordance with such professional's standard billing practices (without prejudice to the Debtors' normal right to dispute any such invoices), provided, however, that fees paid to an Ordinary Course Professional, excluding expenses and disbursements, shall not exceed either (a) \$50,000 per month per Ordinary Course Professional or (b) \$500,000 in the aggregate per Ordinary Course Professional over the course of these chapter 11 cases.
4. To the extent that fees payable to any Ordinary Course Professional exceed either of the applicable limits set forth in paragraph 3 hereof, such Ordinary Course Professional shall be required to be retained pursuant to a formal retention application before any further fees or expenses may be paid.
5. Commencing on January 15, 2006, and on each April 15, July 15, October 15, and January 15 of every year thereafter in which these chapter 11 cases are pending, the

Debtors shall file with this Court and serve on (a) the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee"), 33 Whitehall Street, Suite 2100, New York, New York 10044 (Att'n: Alicia M. Leonhard, Esq.), (b) counsel to the official committee of unsecured creditors (the "Creditors' Committee"), Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude, Esq.), (c) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley, Esq.), (d) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican, Esq.), and (e) any committee appointed to review professional fees and expenses in these cases (the "Fee Committee") to the extent not duplicative of the foregoing list, a statement of fees and disbursements for each Ordinary Course Professional for the immediately preceding three-month period (each, a "Quarter"). Such statement shall include the following information for each Ordinary Course Professional: (x) the name of the Ordinary Course Professional, (y) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by such Ordinary Course Professional during the reported Quarter, and (z) a general description of the services rendered by each Ordinary Course Professional.

6. At least 14 days prior to submitting an invoice to the Debtors, each Ordinary Course Professional shall file with this Court, and serve on (a) the Debtors, at Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Att'n: General Counsel), (b) counsel to the Debtors, Skadden, Arps, Slate, Meagher & Flom, 333 West Wacker Drive, Suite 2100, Chicago, Illinois 60606 (Att'n: John Wm. Butler, Jr., Esq.), (c) the U.S. Trustee, 33 Whitehall Street, Suite 2100, New York, New York 10044 (Att'n: Alicia M. Leonhard, Esq.), (e) counsel

to the Creditors' Committee, Latham & Watkins, 885 Third Avenue, New York, New York 10022 (Att'n: Mark A. Broude, Esq.), (e) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Att'n: Marissa Wesley, Esq.), (f) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardell, 450 Lexington Avenue, New York, New York 10017 (Att'n: Marlane Melican, Esq.), and (g) the Fee Committee, to the extent not duplicative of the foregoing list (collectively, the "Interested Parties"), an Affidavit of Legal Ordinary Course Professional, substantially in the form of the affidavit attached as Exhibit 2 to this Order, or an Affidavit of Non-Legal Ordinary Course Professional, substantially in the form of the affidavit attached as Exhibit 3 to this Order, as applicable (Exhibit 2 and Exhibit 3, together, the "Affidavit").

7. The Interested Parties shall have 10 days after receipt of each Ordinary Course Professional's Affidavit (the "Affidavit Objection Deadline") to object to the retention of such Ordinary Course Professional. The objecting party shall serve any such objection upon the Interested Parties and the respective Ordinary Course Professional on or before the Affidavit Objection Deadline. If any such objection cannot be resolved within 10 days of its receipt, the matter shall be scheduled for hearing before this Court at the next regularly-scheduled omnibus hearing or date otherwise agreeable to the parties thereto. If no objection is received from any of the Interested Parties on or before the Affidavit Objection Deadline with respect to any particular Ordinary Course Professional, or if any objection submitted is timely resolved as set forth above, the Debtors shall be authorized, without further order of this Court, to retain such professional as a final matter.

8. The Debtors are authorized but not directed to employ and retain additional Ordinary Course Professionals in their sole discretion without the need to file individual retention applications for each by filing with this Court a supplement to Exhibit 1 to this Order (the "Supplement"). The Supplement shall set forth the name of the additional Ordinary Course Professional and a brief description of the services to be rendered and will be served upon the Interested Parties. Each such additional Ordinary Course Professional shall be governed by the terms of this Order, including, but not limited to, paragraph 7 hereof.

9. Notwithstanding anything to the contrary set forth herein, the Debtors retain the right to apply to this Court for authorization to employ any Ordinary Course Professional on a nunc pro tunc basis should it later be determined, as a result of such Ordinary Course Professional exceeding either of the relevant fee caps or for any other reason, that the Debtors are required to file a formal retention application in respect of such Ordinary Course Professional.

10. Within ten business days of the date of entry of this Order, the Debtors shall serve a copy of this Order on each of the Ordinary Course Professionals identified on Exhibit 1 to this Order.

11. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

12. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: November 4, 2005  
New York, New York

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE